

RECORDATION NO. *8041-B*

Filed & Recorded

SEP 24 1975 - 2 20 PM

INTERSTATE COMMERCE COMMISSION

AMENDMENT AGREEMENT, dated as of September 15, 1975, among FMC CORPORATION (hereinafter called the Builder), UNITED STATES TRUST COMPANY OF NEW YORK (hereinafter called the Owner-Trustee), as Trustee under a Trust Agreement dated as of August 1, 1975, with General Electric Credit Corporation, NORFOLK AND WESTERN RAILWAY COMPANY (hereinafter called the Guarantor), and MERCANTILE-SAFE DEPOSIT AND TRUST COMPANY, as agent (hereinafter called the Vendor).

WHEREAS the Builder, the Owner-Trustee and the Guarantor have entered into a Conditional Sale Agreement dated as of August 1, 1975 (hereinafter called the Conditional Sale Agreement);

WHEREAS the Conditional Sale Agreement was filed and recorded with the Interstate Commerce Commission pursuant to Section 20c of the Interstate Commerce Act on September 8, 1975, at 3:55 p.m., and was assigned recordation number 8041;

WHEREAS the Conditional Sale Agreement has been assigned by the Builder to the Vendor pursuant to an Agreement and Assignment dated as of August 1, 1975 (hereinafter called the Assignment);

WHEREAS the Assignment was filed and recorded with the Interstate Commerce Commission pursuant to Section 20c of the Interstate Commerce Act on September 8, 1975, at 3:55 p.m., and was assigned recordation number 8041-A; and

WHEREAS the parties hereto now desire to amend the Conditional Sale Agreement.

NOW, THEREFORE, in consideration of the mutual covenants and agreements herein contained, the parties hereto hereby agree as follows:

1. Annex B to the Conditional Sale Agreement is hereby amended to include 178 50'6" 70-ton capacity general service box cars numbered 17846 through 18023.

2. Except as hereby amended, the Conditional Sale Agreement shall remain in full force and effect.

3. The Assignment is hereby amended to permit the aforesaid amendment to the Conditional Sale Agreement as though originally set forth therein.

4. The Owner-Trustee will promptly cause this Amendment Agreement to be filed and recorded in accordance with the provisions of Article 19 of the Conditional Sale Agreement.

5. This Amendment Agreement may be executed in several counterparts, such counterparts together constituting

but one and the same instrument.

IN WITNESS WHEREOF, the parties hereto have caused their names to be signed hereto by their respective officers thereunto duly authorized, and their respective corporate seals, duly attested, to be hereunto affixed as of the day and year first above written.

FMC CORPORATION,

by Donald C. Oskun
Vice President

[Corporate Seal]

Attest:

P. L. Day
Assistant Secretary

UNITED STATES TRUST COMPANY OF
NEW YORK, as trustee,

by Walter J. Paul
Vice President

[Corporate Seal]

Attest:

Gene B. Scocca
Assistant Secretary

NORFOLK AND WESTERN RAILWAY COMPANY,

by

R. B. C. C. C.
EXECUTIVE Vice President

[Corporate Seal]

Attest:

Joseph Pakush
Assistant Secretary

MERCANTILE-SAFE DEPOSIT AND
TRUST COMPANY, as Agent,

by

James H. C. C.
Assistant Vice President

[Corporate Seal]

Attest:

J. J. C.
Corporate Trust Officer

STATE OF ILLINOIS,)
) ss.:
COUNTY OF COOK,)

On this 19th day of September 1975, before me personally appeared Donald C. Osicin, to me personally known, who being by me duly sworn, says that he is Vice President of FMC Corporation, that one of the seals affixed to the foregoing instrument is the corporate seal of said corporation, that said instrument was signed and sealed on behalf of said corporation by authority of its Board of Directors, and he acknowledged that the execution of the foregoing instrument was the free act and deed of said corporation.

James A. Broderick
Notary Public

[Notarial Seal]

STATE OF NEW YORK,)
) SS.:
COUNTY OF NEW YORK,)

On this 23rd day of September 1975, before me personally appeared **MALCOLM J. HOOD**, to me personally known, who being by me duly sworn, says that he is **VICE PRESIDENT** of United States Trust Company of New York, that one of the seals affixed to the foregoing instrument is the corporate seal of said corporation, that said instrument was signed and sealed on behalf of said corporation by authority of its By-laws, and he acknowledged that the execution of the foregoing instrument was the free act and deed of said corporation.

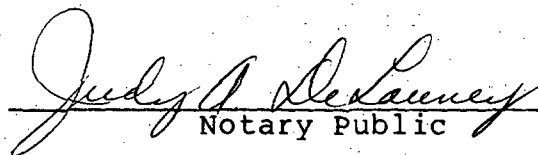
[Notarial Seal]

Cileen P. Young
Notary Public

EILEEN P. YOUNG
Notary Public, State of New York
No. 41-4604136
Qualified in Queens County
Certificate filed in New York County
Commission Expires March 30, 1976

COMMONWEALTH OF VIRGINIA,)
) ss.:
CITY OF ROANOKE,)

On this *17th* day of *September* 1975, before me personally appeared *Robert B. Clayton*, to me personally known, who being by me duly sworn, says that he is *Executive Vice President* of Norfolk and Western Railway Company, that one of the seals affixed to the foregoing instrument is the corporate seal of said corporation, that said instrument was signed and sealed on behalf of said corporation by authority of its Board of Directors, and he acknowledged that the execution of the foregoing instrument was the free act and deed of said corporation.


Notary Public

[Notarial Seal]

My Commission expires *April 5, 1977*

STATE OF MARYLAND,)
) ss.:
CITY OF BALTIMORE,)

On this *24th* day of *September* 1975, before me personally appeared *James H. Clark*, to me personally known, who being by me duly sworn, says that he is an Assistant Vice President of Mercantile-Safe Deposit and Trust Company, that one of the seals affixed to the foregoing instrument is the corporate seal of said corporation, that said instrument was signed and sealed on behalf of said corporation by authority of its Board of Directors, and he acknowledged that the execution of the foregoing instrument was the free act and deed of said corporation.

Dorothy E. Scharf

Notary Public

[Notarial Seal]

My Commission expires *7-1-78*

DOROTHY E. SCHARF
NOTARY PUBLIC

My Commission Expires July 1, 1978